

RHODE ISLAND CLEAN WATER FINANCE AGENCY

MEETING OF THE BOARD OF DIRECTORS

PUBLIC SESSION

DECEMBER 17, 2012

A meeting of the Board of Directors of the Rhode Island Clean Water Finance Agency in Public Session was held on Monday, December 17, 2012 in the conference room of the Rhode Island Clean Water Finance Agency, 235 Promenade Street, Suite 119, Providence, Rhode Island, pursuant to duly posted public notice of the meeting and notice given to all the Directors. The meeting was called to order by the Vice Chairman of the Board Scott Lajoie at approximately 3:40 p.m.

Directors present were: Vice Chairman Scott Lajoie, Joshua Celeste, Josh Brumberger and Lisa Ferrara.

Directors absent were: Chairman James M. Hagerty

Also present were: Executive Director, Anthony B. Simeone; Michael P. Larocque, Deputy Director; Robin Hedges, Clean Water SRF

Program Manager; Anna Coelho Cortes, Drinking Water SRF Program Manager; Michael Pagliaro, Agency Accountant; Marcelina Jackson, Administrative Assistant; Keith Campagnone, Compliance Manager; Christopher Vitale and Gerald Harrington, Agency Legal Counsel; Maureen Gurghigian and Adam Krea, First Southwest; Karen Beard, U.S. Bank; Neal Pandozzi, Agency Bond Counsel; Donna Caccia and Gerry Bennette, Agency Independent Auditors.

Vice Chairman Lajoie opened the meeting by declaring a quorum. The Vice Chairman addressed the first item on the Agenda. The first item on the Agenda was the review and approval of the November 19, 2012 Board Meeting Minutes. After review and discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the November 19, 2012 Board Meeting Minutes.

Voting in favor of the foregoing: Vice Chairman Scott Lajoie, Joshua Celeste, Josh Brumberger and Lisa Ferrara.

Voting against the foregoing were: None.

Item #2 on the Agenda was review and consideration of the Agency's 2012 Single Audit presented by Cayer Caccia. Donna Caccia and Gerri Bennette, Agency Independent Auditors reviewed the 2012 Single Audit for the Board of Directors and allowed for questions and comments. After discussion, a motion was made and seconded and the following vote taken:

Voted: that the Board of Directors approve the Agency's 2012 Single Audit.

Voting in favor of the foregoing: Vice Chairman Scott Lajoie, Joshua Celeste, Josh Brumberger and Lisa Ferrara.

Voting against the foregoing were: None.

Item #3 on the Agenda was Review and consideration of the Agency's September 2012 and October 2012, Financial Statements. Michael Larocque reviewed the Financial Statements for the Board of Directors and allowed for questions and comments. After discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the Agency's September 2012 and October 2012, Financial Statements.

Voting in favor of the foregoing were: Vice Chairman Scott Lajoie,

Joshua Celeste, Josh Brumberger and Lisa Ferrara.

Voting against the foregoing were: None.

Item #4 on the Agenda was Review and consideration of a loan to NBC in an amount up to \$25,000,000 out of the CWSRF. After discussion, the Executive Director recommends the Agency's Board of Directors accept the loan application to NBC in an amount up to \$25,000,000 out of the CWSRF with the following caveats:

- 1) that all projects be funded appear on Department of Environmental Management's (DEM's) Project Priority List and have Certificates of Approval issued;**
- 2) that the borrower comply with all Federal, State, and Agency laws, rules and regulations;**
- 3) that a satisfactory loan agreement be signed by all parties to the transaction;**
- 4) that the loan will be made subject to availability of funds; and**
- 5) that loan will be made subject to ranking on DEM's Project Priority List.**

After discussion, a motion was made and seconded and the following vote taken;

Voted: That the Board of Directors accept the loan application to NBC in an amount up to \$25,000,000 out of the CWSRF with the following caveats:

1) that all projects be funded appear on Department of Environmental Management's (DEM's) Project Priority List and have Certificates of Approval issued;

2) that the borrower comply with all Federal, State, and Agency laws, rules and regulations;

3) that a satisfactory loan agreement be signed by all parties of the transaction;

4) that the loan will be subject availability of funds; and

5) that loan will be made subject to ranking on DEM's Project Priority List.

Voting in favor of the foregoing were: Vice Chairman Scott Lajoie,

Joshua Celeste, Josh Brumberger and Lisa Ferrara.

Voting against the foregoing were: None.

Item # 5 on the Agenda was review and consideration of a loan to Greenville Water Division in an amount up to \$1,000,000 out of the Drinking Water SRF. After discussion, the Executive Director recommends the Agency's Board of Directors accept the loan application to Greenville Water Division in an amount up to \$1,000,000 out of the Drinking Water SRF with the following caveats:

1) that the project appear on Department of Health's Project Priority List;

2) that the project receive a DOH Certificate of Approval;

3) that loan security be in a form acceptable to the Agency as determined by Agency;

4) that the borrower comply with all federal, state, and Agency laws, rules and regulations; and

5) that a loan agreement be signed by all principal parties authorized to sign.

Voted: That the Board of Directors accept the loan application to Greenville Water Division in an amount up to \$1,000,000 out of the Drinking Water SRF with the following caveats:

- 1) that the project appear on Department of Health's Project Priority List;**
- 2) that the project receive a DOH Certificate of Approval;**
- 3) that loan security be in a form acceptable to the Agency as determined by Agency;**
- 4) that the borrower comply with all federal, state, and Agency laws, rules and regulations; and**
- 5) that a loan agreement be signed by all principal parties authorized to sign.**

Voting in favor of the foregoing were: Vice Chairman Scott Lajoie, Joshua Celeste, Josh Brumberger and Lisa Ferrara.

Voting against the foregoing were: None.

Item #6 on the Agenda was review and consideration of a loan to the Stonebridge Water Authority in an amount up to \$1,500,000 out of the Drinking Water SRF. After discussion, the Executive Director recommends the Agency's Board of Directors accept the loan application to Greenville Water Division in an amount up to \$1,500,000 out of the Drinking Water SRF with the following caveats:

- 1) the project appear on Department of Health's Project Priority List;**
- 2) that the project receive a DOH Certificate of Approval;**
- 3) that loan security be in a form acceptable to the Agency as determined by Agency;**
- 4) that the borrower comply with all federal, state, and Agency laws, rules and regulations; and**
- 5) that a loan agreement be signed by all principal parties authorized to sign.**

Voted: That the Board of Directors accept the loan application to the Stonebridge Water Authority in an amount up to \$1,500,000 out of the Drinking Water SRF with the following caveats:

- 1) the project appear on Department of Health's Project Priority List;**
- 2) that the project receive a DOH Certificate of Approval;**
- 3) that loan security be in a form acceptable to the Agency as determined by Agency;**
- 4) that the borrower comply with all federal, state, and Agency laws, rules and regulations; and**
- 5) that a loan agreement be signed by all principal parties authorized to sign.**

Voting in favor of the foregoing were: Vice Chairman Scott Lajoie, Joshua Celeste, Josh Brumberger and Lisa Ferrara.

Voting against the foregoing were: None.

Item #7 on the Agenda was appointment of Legal Counsel. Mr. Simeone, Executive Director, stated that the term for one year of legal counsel services will expire and that the Law Offices of Gerald T. Harrington, Ltd. has done an excellent job in representing the

Agency. Mr. Simeone recommends that the Agency Board of Directors renew the term of the Agency Legal Counsel, Law Offices of Gerald T. Harrington, Ltd. for a period of one year. After discussion a motion was made and seconded and following vote taken:

Voted: That the Board of Directors renew the term of the Agency Counsel, Law Offices of Gerald T. Harrington, Ltd. for a period of one year.

Voting in favor of the foregoing were: Vice Chairman Scott Lajoie, Joshua Celeste, Josh Brumberger and Lisa Ferrara.

Voting against the foregoing were: None.

Item #8 on the Agenda was review and consideration of responses for RFP's for Agency

Underwriters. The Executive Director stated the Agency received 13 responses from the following firms:

Ramirez & Company Inc, Morgan Keegan, R. Seelaus & Company, Inc., Bancorp, Citigroup Global Markets Inc., Roosevelt & Cross, Barclays, Oppenheimer & Co. Inc, Janney, Bank of America, Morgan Stanley, J. P. Morgan and Rockfleet.

The Executive Director recommended that each of the firms be qualified to provide services to

the Agency for the two year term, and noted that the Agency would select from this list of qualified firms for each issuance of Agency bonds over the two year term. After discussion a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors qualify Ramirez & Company Inc, Morgan Keegan, R. Seelaus & Company, Inc., Bancorp, Citigroup Global Markets Inc., Roosevelt & Cross, Barclays, Oppenheimer & Co. Inc, Janney, Bank of America, Morgan Stanley, J. P. Morgan and Rockfleet to provide Underwriting services to the Agency for a two year term beginning January 1, 2013.

Voting in favor of the foregoing were: Vice Chairman Scott Lajoie, Joshua Celeste, Josh Brumberger and Lisa Ferrara.

Voting against the foregoing were: None.

Item #9 on the Agenda was review of the Agency's GIC Investments by First Southwest. The Agency GIC Investment update was reviewed by Maureen Gurghigian of First Southwest and allowed for questions and comments.

Item #10 on the Agenda was review of Schedule of 2013 Regular Scheduled Board Meetings.

Item #11 on the Agenda was Expenses. The expenses were US Bank, Law Offices of Gerald T. Harrington, Ltd., American Express, Cayer Caccia, Freddie's key shop, Providence Journal, Staples. After discussion, a motion was made and seconded and the following vote taken:

Voted: That the Board of Directors approve the invoices from the expenses listed above.

Voting in favor of the foregoing were: Vice Chairman Scott Lajoie, Joshua Celeste, Josh Brumberger and Lisa Ferrara.

Voting against the foregoing were: None.

Being that there was no further business, a motion was made and seconded to adjourn the meeting @ 4:30 p.m.

Voted: that the Board of Directors adjourn the meeting at 4:30 p.m.

Voting in favor of the foregoing: Vice Chairman Scott Lajoie, Joshua Celeste, Josh Brumberger and Lisa Ferrara.

Voting against the foregoing were: None.

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Secretary

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